

EXHIBIT C

VISION SERVICE PLAN

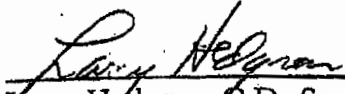
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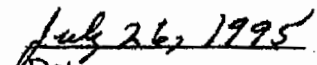
**CONFIDENTIAL
ATTORNEYS' EYES ONLY**

MSC (Skay/
Dreffer)

**THE QUALITY ASSURANCE COMMITTEE RECOMMENDS
THE FOLLOWING IMPLEMENTATION OF GUIDELINES TO
THE BOARD REGARDING MICHIGAN AND OHIO DOCTORS:**

- **DOCTORS THAT DO NOT CURRENTLY HAVE \$1 MILLION
LIABILITY INSURANCE COVERAGE WILL BE GIVEN
TWELVE (12) MONTHS TO SECURE \$.5 MILLION
COVERAGE FOLLOWED BY AN ADDITIONAL 12 MONTHS
TO OBTAIN THE FULL \$1 MILLION. VSP WILL WORK
WITH THESE DOCTORS TO HELP THEM FIND
INSURANCE COMPANIES THAT WILL PROVIDE
LIABILITY INSURANCE AT A REASONABLE RATE.**
- **CURRENT MEMBER DOCTORS WHO DO NOT DISPENSE
WILL BE GIVEN 5 YEARS TO ESTABLISH A DISPENSARY
IN THEIR OFFICE. NEW DOCTORS WILL NOT BE ADDED**


Larry Hedgren, O.D., Secretary


Date

VISION SERVICE PLAN

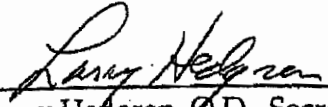
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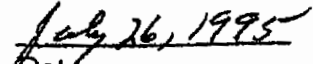
TO A PRACTICE UNLESS ALL DOCTORS MEET THE
STANDARD POLICY IN THAT PRACTICE. DOCTORS NOT
IN FULL COMPLIANCE WILL ONLY BE ELIGIBLE FOR
PANEL MEMBERSHIP FOR STANDARD PLAN GROUPS.
(U)

MSC (Skay/
D. Jones)

CURRENT MICHIGAN AND OHIO DOCTORS WHO DO NOT
OWN THEIR OWN DISPENSING OPERATION WILL BE
GRANDFATHERED INTO VSP AS A PROVIDER AS LONG AS
THEY REMAIN WITH THEIR CURRENT EMPLOYER AND
MEET ALL OTHER ARTICLES, BY-LAWS, RULES OR
SCHEDULES THAT MAY BE DULY ADOPTED BY VSP WITH
THE EXCEPTION THAT ALL PROVIDERS IN AN OFFICE
MUST BELONG TO VSP. (U)



Larry Hedgren, O.D., Secretary



Date